

COUNCIL MEETING MINUTES

Status: [Draft]

Date: 11 October 2024 / 9:00am

Present:

Stephen Judd (President), Anjum Rahman (Vice President), Richard Hulse, Kate Pearce, Whetū Fala, Anthony Bow, Jeff Montgomery, Alpana Roy and Kris Dempster-Rivett.

In attendance:

InternetNZ: Vivien Maidaborn (Tumu Whakarae), Catherine Fenwick, Hinemaui Rikirangi, Rose Jamieson and Michael Elwood-Smith (Pou Ārahi | Council Secretary).

Guests:

InternetNZ: Isobel Egerton, Ta`ase Vaoga

Members: Oliver Lineham

Apologies: Daniel Spector, Potaua Biasiny-Tule

Meeting opened: 9:50am

Section 1 - Meeting Preliminaries

1.1	Council only (in committee)
1.2	Council and CE alone time (in committee)
1.3	Karakia, apologies

Cr Dempster-Rivett opened the meeting with Karakia.

Apologies received from:

- Cr Spector who is visiting family in the USA.
- Cr Biasiny-Tule due at a tangi. Council expressed their condolences to Potaua.

1.4 Agenda Review, Action Register, Interests Register

The Actions register was reviewed noting progress and completion of actions.

President Judd also reported completion of the 16 August 2024 Council meeting resolution, that letters updating progress and ongoing accountability, be sent to three people who received apologies concerning systemic racism from InternetNZ.

The following updates were made to the Interests Register:

Jeff Montgomery

Remove:

- Past Employee of Service Delivery and Operations, Department of Internal Affairs.
- Member of TohaToha

Update:

- Holder 3 .nz domain names
- Employee of the Pacific Community SPC, funded by MFAT, Bloomberg Philanthropies, Gates Foundation
- Previous Statutory Officer - Registrar General of Births, Deaths and Marriages

Whetū Fala

Add:

- Holder of 2 .nz domain names

President Judd provided guidance to Councillors and staff concerning the conflicted domain names review:

During development of resolution methods in relation to all information relating to conflicted name resolution methods (including that methods are being developed), all staff, contractors, councillors and board members must:

- *keep the information confidential*
- *not misuse, disclose or use the information (by themselves or anyone else)*

Holding, or having an interest in, a conflicted domain name is an interest that should be declared.

Section 2 - Chief Executive's Report

2.1	Chief Executive's Report President Judd thanked the CE for an informative and useful report, noting the large number of events attended, widening the organisation's profile. President Judd also noted development of relationships with the Government, in particular the meeting with Minister Van Velden and advice provided upon request.
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Section 3 - Strategic Priorities and Discussion

3.1	Constitutional Review Update (Confidential) Ta'ase Vagoa joined the meeting to introduce the confidential paper 'Constitution Review Update'. Council was asked to consider the timeline for the remainder of the constitutional review programme, in particular the merits of holding a Special General Meeting to ratify the new constitution prior to the 2025 Annual General Meeting, and membership engagement on the Constitution drafting instructions. Council emphasised the importance of engaging expert advisors, in particular Māori advice. RN71/24 That Council approve that the mechanism to ratify the revised Constitution is to hold a Special General Meeting. RN72/24 That Council note that membership engagement on the drafting instructions for the revised constitution will commence following the December Council hui, and that the participation of Council will be critical in the consultation with membership. <p style="text-align: right;">(Cr Hulse / Cr Pearce) CARRIED U</p> AP17/24 CE to agree process for identifying independent constitutional advice for Council with the President. AP18/24 CE to provide Council with details of advisors and advice received, in particular advice concerning Te Tiriti o Waitangi components.
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3.2 Membership discussion

Member Lineham joined the meeting at 10:45am.

President Judd introduced a paper to open discussion on questions of membership roles, responsibilities and interests.

Council discussed principles, aspects and the value of membership to the organisation noting:

- Members lend legitimacy, bring expertise and represent people who care.
- Concerns for youth and Māori representation in membership.
- Importance to balance membership with serving the organisation's charitable purpose.
- That membership of InternetNZ comprises three different aspects; Incorporated Society member, Internet Governance and Public Policy Multistakeholder member, and Internet community member.
- InternetNZ could do more to convene the Internet community.
- As the organisation has broadened to support community groups, the distinction of being a member has blurred. Is there value in broadening membership?
- InternetNZ has been engaging with communities who have not previously been engaged demonstrated through funding support, engagement on policy and input into NetHui.
- Members want a member to member communication channel, and we need multiple channels to accommodate diversity of members.
- InternetNZ stands out internationally as an organisation owned by our community, serving the whole New Zealand Internet community for the common good.
- Encourage reducing barriers to membership including monetary, digital inclusion and equity.
- Is charitable purpose and status important for members?

AP19/24 CE to structure a further discussion on membership and add this to Council work programme for 2025/26.

Member Lineham left the meeting.

Section 4 – Matters for Decision

4.1 Conflicted domain names review update (Confidential)

The confidential requirement of this item is subject to a coordinated public communications release.

This minute will be published in the Draft-to-be-ratified minutes in the December 2024 Council meeting pack.

4.2 Council Committees and Bank Signatories

Member Lineham rejoined the meeting.

President Judd introduced a paper to consider Council committees, membership and Terms of Reference, and Council noted:

- That the role of Co-Chair is not formally recognised.
- That the .nz Advisory committee will appoint a deputy to the Chair if required, according to the committee Terms of Reference.
- Te Komiti Whakauru Māori require further kōrero about the Terms of Reference and appointment of Chair due to workload relating to introduction of Ngā Pae.

Council discussed the need for some committees to co-opt an external independent person, who may also be in a representative role; noting the benefits this brings and potential problems it creates.

Council noted the committee Chair, committee Terms of Reference and need to co-opt a person external to Council should be discussed at the first committee meeting and that any recommendations for change will be brought back to Council.

RN73/24 That Council approve the four committees:

- Audit and Risk
- Te Komiti Whakauru Māori
- .nz Advisory
- Governance and CE Review.

RN74/24 That membership and initial Chairs of the committees are as follows:

- .nz Advisory Committee: Alpana Roy (Chair), Kate Pearce, Daniel Spector, Stephen Judd.
- Te Komiti Whakauru Māori: Whetu Fala (Chair), Sarah Lee (Co-opted), Potaua Biasiny-Tule, Kris Dempster-Rivett.
- Audit and Risk Committee: Anjum Rahman (Chair), Anthony Bow, Kate Pearce, Jeff Montgomery.
- Governance and CE Review Committee: Stephen Judd (Chair), Anjum Rahman, Whetū Fala, Richard Hulse.

RN75/24 That Committees discuss the Terms of Reference and any changes to Chair at the first meeting and recommend any updates to Council.

(Cr Fala / Cr Bow)

CARRIED U

RN76/24 That the following actions are taken for bank signatories:

- Joy Liddicoat is removed as a bank signatory.

The list of people are confirmed as the nominated signatories:

- Stephen Judd, President
- Richard Hulse, Councillor
- Kate Pearce, Councillor
- Vivien Maidaborn, Chief Executive
- Catherine Fenwick, GM Organisational Performance
- Timothy Johnson, GM Customer and Product

(Vice President Rahman / Cr Dempster-Rivett)

CARRIED U

4.3 Treasury & Investment Policy - Appendix B

Council noted the work of the Audit & Risk Committee to establish criteria for selecting investment advisors and the processes for their review.

An Appendix B “Selecting & Securing Services of an Investment Advisor” has been developed, and the Audit & Risk Committee recommend that this be included in the Treasury & Investment Policy.

RN77/24 That Council approve Appendix B - Selecting & Securing Services of an Investment Advisor for inclusion in the Treasury and Investment Policy.

(Vice President Rahman / Cr Pearce)

CARRIED U

4.4 Council Work Plan 2024-2025

Council discussed the Council work plan and calendar for 2025 noting:

- The importance of some meetings to be in-person for kanohi-ki-kanohi (face to face), particularly meetings with Mihi Whakatau to welcome new Councillors.
- Value of governance training applied to the InternetNZ’s Governance Charter and Te Tiriti implementation to establish a common base for Councillors and governance.

RN78/24 That Council approve Council meeting dates for 2024-2025.

RN79/24 That Council agree an additional half day for Council governance training on Thursday 13th February 2025.

(Cr Fala / Cr Dempster-Rivett)

CARRIED U

Section 5 – Matters for Discussion

5.1	President's Report President Judd reported that he attended and valued learnings from the 'Chairing the Board' governance training at the Institute of Directors. President Judd also reported that he and Vice President Rahman have commenced a series of meetings with InternetNZ stakeholders and plans to report general themes back to Council. Member Lineham left the meeting.
5.2	Product Standing Report (confidential) RN80/24 That Council receive the Product Standing Report. <p style="text-align: right;">(Cr Hulse / Cr Fala) CARRIED U</p>
5.3	Report Back from Committees: Member Lineham rejoined the meeting. 5.4.1 Audit and Risk Committee (Chair, Vice President Rahman) Vice President Rahman noted the committee work on the Treasury & Investment policy Appendix B recommendation, and reported that the committee is assessing maturity of the Council on compliance in the areas of Health & Safety governance. The committee is preparing to review all policies, and approved a timeline to issue a tender for Auditor. 5.4.2 Governance Committee (Chair, Cr Hulse) Cr Hulse reported the committee's discussion on the InternetNZ Governance Charter, noting the current document is dated 2021, and the committee provided feedback for staff to consider. The committee received an update on the constitutional review. The committee also noted that staff are working to organise a ½ day Ngā Pae workshop for Council. This workshop will be focussed on Council vision for centering Te Tiriti in Ipurangi Aotearoa over the next 5 years. AP20/24 CE to recommend a calendar of topics for Council to be held in Council meeting deep dive sessions.

5.4.3 Komiti Whakauru Māori (Cr Fala)

Cr Fala reported on Te Komiti Whakauru Māori's recent wānanga and deep dive on Ngā Pae visioning and strategic planning for Te Komiti's work ahead, noting the benefit of an extended whakawhanaungatanga brought to clarity of the work and preparation for the Council Strategy day.

Hinemaia added that the discussion focussed on Mana motuhake and what a Te Tiriti lens looks like for example; Internet Governance for Māori, engagement with Māori, how to include rangatahi, the role of Te Komiti at NetHui, focus for staff for the year, and discussing how this mahi can be reflected on Te Komiti Terms of Reference.

Cr Fala also reported an immediate outcome of this work in a successful dinner with Māori community stakeholders.

Cr Fala noted a key outcome of the wānanga is agreement to progress the facilitation scoping paper prepared by Tumu Kaupapa Māori, working towards a shared Te Tiriti vision session with Council during the 4th quarter of the year.

5.4.4 .nz Advisory Committee (Chair, Cr Roy)

Cr Roy reported there has not been a meeting since the last Council meeting, however the committee has a meeting coming up.

Committee work has been on conflicted domain names and the .nz Rules amendments.

Member Lineham left the meeting.

5.4 Enterprise Risk Management Update (Confidential)

Council discussed new and emerging enterprise level risks.

RN81/24 That Council note the new and emerging risk.

(Cr Hulse / Cr Montgomery)

CARRIED U

Cr Bow left the meeting at 12:45pm.

Section 6 - Consent Agenda

6.1 Health, Safety and Wellbeing Update (Confidential)

Council discussed the confidentiality of the Health, Safety and Wellbeing Update, and agreed that going forwards the report should always be confidential.

RN82/24 That Council receive the Health, Safety and Wellbeing Update report.

(Cr Fala / Cr Hulse)

	CARRIED U
6.2	<p>Minutes of the previous meeting</p> <p>RN83/24 That Council approve the minutes of 16 August 2024.</p> <p style="text-align: right;">(Cr Hulse / Cr Montgomery)</p> <p style="text-align: right;">CARRIED U</p>
6.3	<p>Council Election Returning Officer Report</p> <p>RN84/24 That Council receive the Returning Officer’s report.</p> <p style="text-align: right;">(Vice President Rahman / Cr Pearce)</p> <p style="text-align: right;">CARRIED U</p> <p>AP21/24 Council to review the process of appointing Fellows.</p> <p>Cr Hulse left the meeting at 1:15pm.</p>

Section 7 – Other Matters

7.1	CONTINGENCY (for any overflow)
7.3	Matters for communication – key messages
7.4	General business

Section 8 – Matters for Deep dive

8.1	<p>NetHui (Confidential)</p> <p>Council discussed plans for NetHui 2025.</p> <p>AP22/24 Vivien to meet with NetHui 2025 Project Team to discuss Council’s deliberation and scope requirement for the Project Governance Team.</p>
8.2	Meeting review
8.3	<p>Meeting close (karakia or waiata)</p> <p>Council closed the meeting with waita ‘Tēnei a Ipurangi Aotearoa’.</p>